

HELM

FINANCIAL CORPORATION

August 15, 2002

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 22880-B FILED

AUG 19 '02 3-01 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Partial Termination of Locomotive Lease Agreement dated as of July 25, 2002 by Helm Financial Corporation ("**Partial Termination**").



Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Trona Railway Company LLC
13068 Main Street
Trona, Ca 93562

Equipment: 1 SD40-2 Locomotive
HLCX 6315

Please record this Partial Termination as a supplemental agreement to STB Recordation No. 22880 filed on April 7, 2000 at 11:29 AM. The filing fee of \$30.00 is included in our enclosed Check No. 1493 in the amount of \$480.00.

Summary: Termination of Locomotive Lease Agreement dated as of July 25, 2002 by Helm Financial Corporation for 1 SD40-2 locomotive, HLCX 6315, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 22880.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

PARTIAL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT

THIS PARTIAL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Partial Termination") is dated as of July 25, 2002 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Locomotive Lease Agreement dated as of November 29, 1999 and Amendment No. 1 thereto ("**Lease**") with **Trona Railway Company LLC**, a Delaware limited liability company, with respect to the locomotive described in Schedule A attached hereto ("**Unit**"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. 22880 filed on April 7, 2000 at 11:29 AM.

The Unit was terminated from the Lease on February 28, 2001. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated with respect to the Unit.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Partial Termination of Locomotive Lease Agreement to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

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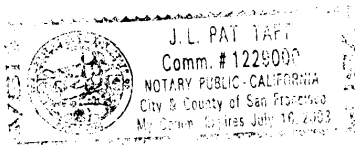
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 6th, 2002, before me, J. L. Pat Taft, personally
appeared Barbara W. Wilson, Senior Vice President and Chief Financial
Officer of **HELM FINANCIAL CORPORATION**,

 X personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument
and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~
authorized capacity~~(ies)~~, and that by ~~his~~/her/~~their~~ signature~~s~~ on the
instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~
acted, executed the instrument.



Witness my hand and official seal.


SIGNATURE OF THE NOTARY

SCHEDULE A

**To the Partial Termination of Locomotive Lease Agreement
dated July 25, 2002**

Description of the Unit:

One (1) EMD Model SD40-2, diesel-electric locomotive equipped with dynamic brakes.

Unit Number:

HLCX 6315